



RECORDATION NO. 24486-17 FILED

JUL 13 '04

4-10 PM

SURFACE TRANSPORTATION BOARD



July 9, 2004

Barbara Saddler  
Surface Transportation Board  
Recordation Office  
1925 K Street, N.W., Suite 70  
Washington D.C. 20423

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of January 9, 2004 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**  
1211 Avenue of the Americas, 20<sup>th</sup> Floor New York, NY 10036

Lessee: **Procter & Gamble Manufacturing Company**  
5299 Spring Grove Avenue, Ivorydale Technical Center, Cincinnati, OH 45217

**A short summary of the document to appear in the index follows:**

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **Procter & Gamble Manufacturing Company**, covering 15 coal hoppers with reporting marks and numbers -PGHX 76046 - PGHX 76060, INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation #24486 dated 6/17/03 and return one (1) stamped original to my attention. A check covering the filing fee of thirty dollars (\$30.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813.

Thank you for your prompt assistance.

Sincerely,

April O'Shea  
Motor Vehicle Specialist  
Enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 9th day of January, 2004, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and PROCTER & GAMBLE MANUFACTURING COMPANY, an Ohio corporation, with an address at 5299 Spring Grove Avenue, Ivorydale Technical Center, Cincinnati, OH 45217 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Net Railcar Lease (the "Lease") dated as of June 6, 2003 covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board on June 17, 2003 as Recordation Number 24486.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph J. Mankowski  
Name: Joseph Mankowski  
Title: Senior Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

PROCTER & GAMBLE MANUFACTURING COMPANY

By: Mary J. McLintay  
Name: 1-9-04  
Title: F & HC Assoc. Dir.

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## Schedule A

Number of Cars		Equipment Description
15		5,000 C.F. P.D. covered hopper car
1	PGHX	76046
2	PGHX	76047
3	PGHX	76048
4	PGHX	76049
5	PGHX	76050
6	PGHX	76051
7	PGHX	76052
8	PGHX	76053
9	PGHX	76054
10	PGHX	76055
11	PGHX	76056
12	PGHX	76057
13	PGHX	76058
14	PGHX	76059
15	PGHX	76060